

HONORABLE RICARDO S. MARTINEZ

UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

MARC LILLY, NOT IN HIS INDIVIDUAL
CAPACITY BUT AS THE
REPRESENTATIVE FOR THE FORMER
SHAREHOLDERS OF VIDEOSOFT, INC.,

Plaintiff,

v.

CHANGE HEALTHCARE SOLUTIONS, LLC
(f/k/a ENVOY, LLC); CHANGE
HEALTHCARE HOLDINGS, INC. (f/k/a
EMDON, INC.); CHANGE HEALTHCARE
OPERATIONS, LLC (f/k/a EMDEON
BUSINESS SERVICES, LLC)

Defendants and
Counterclaim Plaintiffs,

v.

DAVID GRANT; MARC LILLY,
INDIVIDUALLY AND AS THE
REPRESENTATIVE FOR THE FORMER
SHAREHOLDERS OF VIDEOSOFT, INC.;
PETER HOOVER; AND JOHN EASTMAN.

Counterclaim Defendants.

Case No. 2:15-cv-00742 RSM

**DECLARATION OF BRIAN M.
DAUCHER IN SUPPORT OF
PLAINTIFF'S MOTION FOR RELIEF
FROM JUDGMENT**

**NOTE ON MOTION CALENDAR:
FEBRUARY 3, 2017**

ORAL ARGUMENT REQUESTED

DECLARATION OF BRIAN M. DAUCHER - 1
2:15-cv-00742 RSM

**HOLMES WEDDLE & BARCOTT, A
PROFESSIONAL CORPORATION**
999 THIRD AVENUE, SUITE 2600
SEATTLE, WA 98104-4011
TELEPHONE (206) 292-8008
FAX (206) 340-0289

1.
2. DECLARATION OF BRIAN M. DAUCHER

3. I, Brian M. Daucher, declare as follows:

4. 1. I am an attorney admitted pro hac vice to practice before this Court. I am a
5. partner with Sheppard, Mullin, Richter & Hampton LLP, attorneys of record for Plaintiff Marc
6. Lilly, not in his individual capacity but as the representative for the former Shareholders of
7. Vieosoft, Inc. ("Plaintiff"). If called as a witness, I could and would competently testify to all
8. facts within my personal knowledge except where stated upon information and belief.

9. 2. On December 20, 2016, I received the Court's Order (Doc. 99) and Judgment
10. (Doc. 100) closing this case. On December 22, 2016, I emailed Defendants' counsel regarding
11. the unpaid termination fee. I explained that, absent tender of the termination fee, Plaintiff would
12. move to set aside the Order and Judgment based upon Defendants' ongoing breach of the SPA
13. for nonpayment of the termination fee. Defendants responded, refusing to make this payment,
14. forcing this motion. As of the date of filing, Defendants have not paid any portion of the
15. guaranteed termination fee. A true and correct copy of my correspondence with Defendants'
16. counsel is attached hereto as **Exhibit A**.

17. I declare under penalty of perjury under the laws of the State of California that the
18. foregoing is true and correct and that I executed this declaration on January 13, 2017, at Costa
19. Mesa, California.
20.
21.

22. 
23. _____
24. BRIAN M. DAUCHER

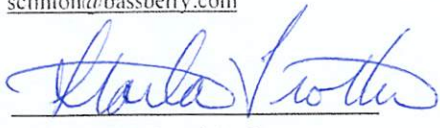
1. CERTIFICATE OF SERVICE

2. I hereby certify that on the 13th day of January 2017,
3. I electronically filed the above document with the
4. Clerk of the Court using the CM/ECF System
5. which will send notification of such filing to the following:

6. Steven W. Fogg
7. Corr Cronin Michelson Baumgardner Fogg & Moore, LLP
8. 1001 Fourth Ave, Suite 3900
9. Seattle, WA 98154-1051
10. Email: sfogg@correronin.com

11. Overton Thompson III
12. Bass Berry & Sims, PLC
13. 150 Third Avenue South, Suite 2800
14. Nashville, TN 97201
15. Email: OThompson@bassberry.com

16. Shayne R. Clinton, Esq.
17. 1700 Riverview Tower
18. 900 S. Gay St.
19. Knoxville, TN 37902
20. sclinton@bassberry.com

21. 
22. Starla Trotter, Legal Assistant

23. **DECLARATION OF BRIAN M. DAUCHER - 3**
24. 2:15-cv-00742 RSM

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